

RECORDATION NO. 26830-A **FILED**

FEB 28 '07 **-10 5 0 AM**

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 28, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of February 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 26830.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Tank Car, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: TLP Rail Trust I
Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Mr. Vernon A. Williams
February 28, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

75 tank cars: TILX 194495 –TILX 194544 and TILX 197945–TILX 197969.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

FEB 28 '07 -10 50 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on February 28, 2007 by and between Trinity Tank Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "**Assignor**") and TLP Rail Trust I, a Delaware statutory trust (the "**Assignee**").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "**Assignment**"), dated as of February 28, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of those certain railroad car leases as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name: **José L. Paredes**
Title: **Assistant Vice President**

TRINITY TANK CAR, INC.

By: _____

Name: _____

Title: _____

Executed on this 26th day of February, 2007

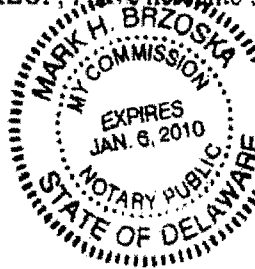
Executed on this ____ day of February, 2007

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 26th day of February 2007, before a Notary Public in and for said County and State, personally appeared Jose Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on February 26, 2007 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Mark H. Brzoska
Name: MARK H. BRZOSKA
Notary Public - State of Delaware
My Comm. Expires Jan. 6, 2010

My Commission Expires: _____
Residing in _____

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

TRINITY TANK CAR, INC.

By: Tony Andruskevich
Name: Tony Andruskevich
Title: President

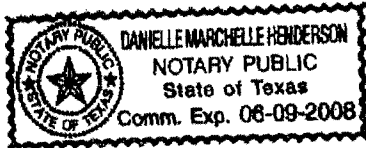
Executed on this ____ day of February, 2007

Executed on this 27th day of February, 2007

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 27th day of February 2007, before a Notary Public in and for said County and State, personally appeared Tony Andrukaits, who being by me duly sworn, says that he is the President of Trinity Tank Car, Inc., that said instrument was signed on February 27, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Dallas, TX

EXHIBIT A

One (1) unit identified with mark TILX 194145 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated June 18, 2001 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Ethanol Products LLC.

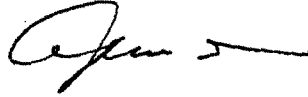
Seventy Five (75) units identified with marks TILX 194495 -194544, TILX 197945 - 197969 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated October 13, 1994 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Murex, Inc., as amended by that certain Amendment No. 1 to Rider 6 effective as of December 15, 2006.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/28/07



Robert W. Alvord